

RECORDATION NO. 29366 FILED

AUG 11 '10 -12 00 PM

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N W
SUITE 301
WASHINGTON, D C

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

August 11, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Contract C-8897 rider 5

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of May 11, 2010, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are

Lessor: American Railcar Leasing LLC
620 North Second Street
St. Charles, Missouri 63301

[Lessee Braskem PP Americas, Inc
1735 Market Street Suite LL
Philadelphia, PA 19103]

Section Chief
August 11, 2010
Page 2

A description of the railroad equipment covered by the enclosed document is

28 hopper railcars within the series ACFX 458049 - ACFX 458348 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

AUG 11 '10 -12 00 PM

MEMORANDUM OF LEASE

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARL II Funding LLC, Shippers Third LLC, and ARL Fifth LLC, all with respect to Braskem PP Americas, Inc., a Delaware Corporation ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Master Service Contract as identified on Schedule A (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX and/or ACFX.

This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease

AMERICAN RAILCAR LEASING LLC

By: 

Name: Brian Evdo

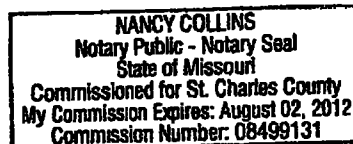
Title: VP – Business Development

STATE OF MISSOURI)

) ss.

COUNTY OF ST. CHARLES)

On this 11th day of May, 2010, before me, personally appeared Brian Evdo, to me personally known, who being by me duly sworn, says that he resides at St. Charles, Missouri and is the VP – Business Development of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.





Notary Public

My commission expires on 8/2/2012

Schedule A

Equipment

Braskem PP Americas, Inc.

Contract C-8897 rider 5 dtd 4/21/10

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	ACFX	458049
	Hopper	ACFX	458056
	Hopper	ACFX	458057
	Hopper	ACFX	458062
	Hopper	ACFX	458066
	Hopper	ACFX	458075
	Hopper	ACFX	458080
	Hopper	ACFX	458081
	Hopper	ACFX	458088
	Hopper	ACFX	458091
	Hopper	ACFX	458106
	Hopper	ACFX	458110
	Hopper	ACFX	458112
	Hopper	ACFX	458123
	Hopper	ACFX	458124
	Hopper	ACFX	458132
	Hopper	ACFX	458134
	Hopper	ACFX	458144
	Hopper	ACFX	458148
	Hopper	ACFX	458155
	Hopper	ACFX	458159
	Hopper	ACFX	458171
	Hopper	ACFX	458174
	Hopper	ACFX	458188
	Hopper	ACFX	458190
	Hopper	ACFX	458191
	Hopper	ACFX	458194
	Hopper	SHPX	458348

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 8 / 11 / 10



Robert W. Alvord